

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

NORTH MIAMI BEACH GENERAL)
EMPLOYEES RETIREMENT FUND, *et al.*,)
))
 Plaintiffs,))
)) Case No. 10-cv-6514
vs.))
)) Hon. Edmond E. Chang
ROBERT L. PARKINSON, *et al.*,))
))
 Defendants,))
))
-and-))
))
BAXTER INTERNATIONAL INC.,))
))
 Nominal Defendant.))

**BAXTER'S MOTION TO DISMISS OR STAY PLAINTIFF'S
CONSOLIDATED VERIFIED SHAREHOLDER DERIVATIVE COMPLAINT**

Nominal defendant Baxter International Inc. hereby moves to dismiss plaintiff's Complaint pursuant to Rule 23.1 of the Federal Rules of Civil Procedure and Delaware Chancery Rule 23.1. Plaintiff has neither made a pre-suit demand on Baxter's board of directors nor alleged with particularity facts sufficient to excuse demand under Delaware law, and thus lacks standing to bring this suit. In the alternative, this action should be stayed pending resolution of other litigation pending against Baxter based on the same events and allegations in the Complaint here. For these reasons and those stated in Baxter's Memorandum of Law and in Section I of the Individual Defendants' Memorandum of Law in support of their motion to dismiss, Baxter respectfully requests that the Court dismiss or, at a minimum, stay this case.

October 17, 2011

Respectfully submitted,

/s/ Sarah J. Donnell

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CERTIFICATE OF SERVICE

Sarah J. Donnell, an attorney, hereby certifies that on October 17, 2011, she served true and correct copies of Baxter's Motion to Dismiss or Stay Plaintiff's Consolidated Verified Shareholder Derivative Complaint via the Court's ECF system on all attorneys of record.

/s/ Sarah J. Donnell

Sarah J. Donnell